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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE: SUNEDISON, INC. SECURITIES  
LITIGATION

Civil Action No. 1:16-md-02742-PKC

MDL No. 2742

This Document Relates To:

*Kearny Investors S.A.R.L., et al. v. Goldman,  
Sachs & Co., et al.*, No. 1:16-cv-09566-PKC;  
*Canyon Capital Advisors LLC, et al. v.  
TerraForm Global, Inc., et al.*, No. 1:16-cv-  
09171-PKC (*Canyon I*); and  
*Canyon Capital Advisors LLC, et al. v. Alvarez,  
et al.*, No. 1:16-cv-09172-PKC (*Canyon II*)

**DEFENDANTS' NOTICE OF JOINT MOTION TO DISMISS  
PLAINTIFFS' CLAIMS UNDER SECTIONS 11, 12(a)(2), AND 15 OF THE  
SECURITIES ACT OF 1933 AND CALIFORNIA CORPORATE SECURITIES LAW**

PLEASE TAKE NOTICE that, pursuant to the Order entered by this Court on August 13, 2020, and upon: (i) Plaintiffs' Third Amended Complaints, filed on August 13, 2020, in the above-captioned actions; (ii) the Memorandum of Law in Support of Defendants' Joint Motion to Dismiss Plaintiffs' Claims Under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 and California Corporate Securities Law, filed on December 18, 2019; (iii) the Declaration of Daniel C. Lewis, dated December 18, 2019, and the exhibits attached thereto; (iv) the Reply in Support of Defendants' Joint Motion to Dismiss Plaintiffs' Claims Under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 and California Corporate Securities Law, filed on February 14, 2020; (v) the Supplemental Declaration of Daniel C. Lewis, dated February 14, 2020, and the exhibits attached thereto; and (vi) all prior papers and proceedings herein, Defendants will move this Court pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure before the Honorable P. Kevin Castel, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York 10007, for an order dismissing all claims asserted against them in Plaintiffs' Third Amended Complaints, ECF Nos. 728-1 and 728-2, other than those claims previously sustained in the Court's March 6, 2018 decision in *Horowitz, et al. v. SunEdison, Inc., et al.* ("Horowitz"), Case No. 1:16-cv-07917-PKC, ECF No. 167, granting in part and denying in part Defendants' motion to dismiss the Class Plaintiffs' Securities Act claims (the "March 2018 Order").

PLEASE TAKE FURTHER NOTICE that Plaintiffs have authorized Defendants to represent herein that Plaintiffs intend to rely on their previously submitted Memorandum of Law in Opposition to Defendants' Motion to Dismiss, filed on January 30, 2020, and the accompanying Declaration of Jesse Bernstein, dated January 30, 2020, and the exhibits attached thereto.

Dated: New York, New York  
August 26, 2020

SHEARMAN & STERLING LLP

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